

ID: CCA\_2009071312265937

Number: **200933033**

Office:

Release Date: 8/14/2009

UILC: 6231.07-00

---

**From:**

**Sent:** Monday, July 13, 2009 12:27:00 PM

**To:**

**Cc:**

**Subject:** RE: Tax Matters Partner

The general partner is the TMP under the largest profits interest rule because zero is the largest general partner interest. He has an interest in capital appreciation in any event which would be sufficient to constitute a profits interest of more than zero. The limitation under Treas. Reg. 301.6231(a)(7)-1(o)(2) does not apply because that limitation only applies when a partner is "deemed to have no profits interest" because of death, insolvency, conversion, incompetency or liquidation.

We don't need a TMP in any event since a generic TMP FPAA is sufficient. [REDACTED]  
[REDACTED]